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Proposed Counsel to the Debtors  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - X  
In re: : Chapter 11  
CIRCUIT CITY STORES, INC., :  
et al., : Case No. 08-35653-KRH  
Debtors. : Jointly Administered  
- - - - - X

**ORDER UNDER 28 U.S.C. § 156(c) AND BANKRUPTCY RULE  
2002(f) APPROVING AGREEMENT WITH KURTZMAN CARSON  
CONSULTANTS LLC AND APPOINTING KURTZMAN CARSON  
CONSULTANTS LLC AS CLAIMS, NOTICING, AND BALLOTING AGENT**

Upon the application (the "Application") of  
the Debtors<sup>1</sup> for an order, pursuant to 28 U.S.C. § 156(c)

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<sup>1</sup> The Debtors and the last four digits of their respective  
taxpayer identification numbers are as follows: Circuit City  
Stores, Inc. (3875), Circuit City Stores West Coast, Inc.

(cont'd)

and Bankruptcy Rule 2002(f,) approving agreement with Kurtzman Carson Consultants LLC ("KCC") and appointing KCC as claims, noticing, and balloting agent; and the Court having reviewed the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the "Besanko Declaration")<sup>2</sup> and Declaration of Michael J. Frishberg in Support of Application for Order under 28 U.S.C. § 156(c) and Bankruptcy Rule 2002(f) approving agreement with KCC and appointing KCC as claims, noticing, and balloting agent (the "Frishberg Declaration"); and the Court being satisfied with the representations made in the Application and the Frishberg Declaration that (i) neither KCC nor any employee thereof has any connection with the Debtors,

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(0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

their creditors, or any other party in interest herein, (ii) they are "disinterested persons," as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), (iii) they do not hold or represent any interest adverse to the Debtors' estates, except as may be set forth herein and in the Frishberg Declaration, and (iv) the employment of KCC is necessary and is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Application is GRANTED as set forth herein.
2. KCC is appointed as the Claims, Noticing, and Balloting Agent in these chapter 11 cases, pursuant to 28 U.S.C. § 156(c), as supplemented by Bankruptcy Rule 2002(f), and is authorized to perform the services set forth in the Application as requested by the office

of the Clerk of the Bankruptcy Court for the Eastern District of Virginia or the Debtors on the terms and conditions of the KCC Agreement, attached to the Motion as Exhibit B.

3. The terms of the KCC Agreement are approved.

4. The fees and expenses of KCC incurred in the performance of services in accordance with the KCC Agreement shall be treated as administrative expenses of the Debtors' chapter 11 estates and be paid by the Debtors in the ordinary course of business in accordance with the terms of the KCC Agreement.

5. The Debtors and KCC are hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
November \_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley  
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**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley